

SEP 29 '11 -4 26 PM

SURFACE TRANSPORTATION BOARD

# FIRST UNION RAIL

One O'hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214

Tel 847.318.7575  
Fax 847.318.7588  
www.firstunionrail.com

VIA UPS 2<sup>nd</sup> DAY AIR

September 27, 2011

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated August 4, 2011, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Republic Engineered Products, Inc.  
2633 Eighth Street, NE  
Canton, OH 44704

A description of the railroad equipment covered by the enclosed document is for forty (40) gondola cars; having NOKL marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease Agreement

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

  
Marcia Dunne  
Senior Rail Documentation Specialist

Enclosure

(REEP001)

SEP 29 '11 -4 26 PM

ASSGN. NO.: REEP001

## MEMORANDUM OF LEASE

NORTH CAROLINA TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 4th day of August, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Republic Engineered Products, Inc. ("Lessee"), a Delaware corporation.

## WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 4, 2011, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of August 4, 2011, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]Name: JOHN J. THOMASTitle: PRESIDENTBy: [Signature]Name: K. A. DOMBROWSKITitle: DIRECTOR OF DOCUMENTATIONExecuted on this 4th day of August, 2011.

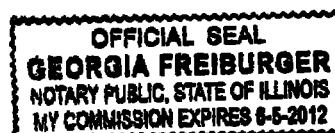
[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that JOHN J. THOMAS personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 4th day of August, 2011.[Signature]  
Notary Public

My Commission Expires:

6-2012  
(Notary Public)

LESSEE:

REPUBLIC ENGINEERED PRODUCTS, INC.

ATTEST:

By: John R. Johnson

Name: JOHN JOHNSON

By: \_\_\_\_\_

Title: DIF PURCH

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Executed on this 27 day of JULY, 2011.

[CORPORATE SEAL]

STATE OF OHIO

COUNTY OF CUYAHOGA

I, MARGARET A. SCHWAN, a Notary Public of the County and State aforesaid, certify that JOHN R. JOHNSON personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 27 day of JULY, 2011.

Margaret A. Schwan  
Notary Public

MARGARET A. SCHWAN  
Commission Expires:  
In and for the State of Ohio  
My Commission Expires June 26, 2015  
(Notary Public)

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Forty (40)

DESCRIPTION OF CARS: Gondola cars.

CAR NUMBERS:

NOKL 310581	NOKL 311001
NOKL 310649	NOKL 311002
NOKL 310665	NOKL 311020
NOKL 310820	NOKL 311023
NOKL 310836	NOKL 311027
NOKL 310852	NOKL 311034
NOKL 310853	NOKL 311064
NOKL 310867	NOKL 311066
NOKL 310871	NOKL 311080
NOKL 310875	NOKL 311088
NOKL 310880	NOKL 311099
NOKL 310881	NOKL 311106
NOKL 310887	NOKL 311132
NOKL 310894	NOKL 311137
NOKL 310902	NOKL 311155
NOKL 310908	NOKL 311156
NOKL 310928	NOKL 311162
NOKL 310929	NOKL 311200
NOKL 310951	NOKL 311235
NOKL 310961	NOKL 311255